

1 UNITED STATES DISTRICT COURT
2 NORTHERN DISTRICT OF CALIFORNIA
3 SAN JOSE DIVISION
4
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6 IN RE: HIGH-TECH EMPLOYEE)
7 ANTITRUST LITIGATION)
8) No. 11-CV-2509-LHK
9 THIS DOCUMENT RELATES TO:)
10 ALL ACTIONS.)
11 _____)

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15 VIDEO DEPOSITION OF SHONA BROWN

16 January 30, 2013

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19 REPORTED BY: GINA V. CARBONE, CSR NO. 8249, RPR, CCRR

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09:23:47 1 would be a very hands-on corporate strategy group.

09:23:55 2 Q. And could you elaborate what you mean by People
09:23:57 3 Operations.

09:24:02 4 A. The People Operations group is a name that I
09:24:06 5 chose because it -- primarily because the group was
09:24:13 6 inclusive of human resources but broader than that.
09:24:17 7 The focus was what you might call administrative G&A
09:24:21 8 pieces so, for example, the chefs all used to work for
09:24:24 9 me. We had quite a few of them. But it was inclusive
09:24:28 10 of all of the traditional aspects of human resources,
09:24:32 11 some parts that you might include in facilities, some
09:24:36 12 parts you might include in finance.

09:24:39 13 Q. And you mentioned GMA. What does that stand
09:24:44 14 for?

09:24:44 15 A. G&A, sorry. Functionally G&A, I guess it's
09:24:49 16 general and administrative.

09:24:52 17 Q. Oh.

09:24:53 18 MR. RUBIN: G&A.

09:24:56 19 THE WITNESS: Yeah. Sorry. Ampersand.

09:25:00 20 MR. HARVEY: Q. Okay. In your role as vice
09:25:01 21 president of business operations, you oversaw Google's
09:25:06 22 recruiting, correct?

09:25:10 23 A. Yes. Recruiting was a -- was part of my
09:25:13 24 group's mandate, and I would have had somebody -- I
09:25:19 25 would have had somebody running recruiting, though I do

09:25:23 1 not recall at that time who it was to be honest.

09:25:25 2 Q. Is that the role Mr. Geshuri eventually
09:25:28 3 occupied?

09:25:28 4 A. At one point in time, Mr. Geshuri was running a
09:25:32 5 good chunk of recruiting.

09:25:42 6 Q. Was compensation part of your purview?

09:25:44 7 A. Yes. Compensation was also part of that People
09:25:47 8 Operations group's purview.

09:25:50 9 Q. And so you had responsibility to design and
09:25:56 10 supervise a -- pardon me, supervise compensation at
09:26:00 11 Google company wide, correct?

09:26:03 12 A. I would say that that's a fair description,
09:26:04 13 that the purview included design and monitoring and
09:26:09 14 oversight for compensation programs across the company.
09:26:12 15 Yes.

09:26:16 16 Q. And these responsibilities -- and these
09:26:23 17 responsibilities, as you've described them, did you keep
09:26:30 18 that -- those responsibilities until you moved to head
09:26:37 19 Google.org?

09:26:41 20 A. No. I did not keep the responsibilities for
09:26:44 21 that entire period of time. At a point, I actually
09:26:50 22 transitioned all of the People Operations group under
09:26:55 23 the responsibility of Laszlo Bock who did report to me.
09:27:00 24 And then at a point in time, I moved Laszlo from
09:27:04 25 reporting to me up to reporting to Eric so that I was no

09:27:07 1 longer operationally responsible for that group. That
09:27:14 2 happened prior to me moving to my responsibilities with
09:27:17 3 Google.org so I continued on in my responsibilities with
09:27:22 4 business operations while not having any direct
09:27:24 5 oversight over People Operations.

09:27:27 6 Q. What I'm trying to pinpoint is when those moves
09:27:31 7 happened. So starting in I believe you said August of
09:27:35 8 2003, you had this wider set of responsibilities
09:27:37 9 reporting directly to Eric Schmidt.

09:27:41 10 When did you move what you described as People
09:27:46 11 Operations to Laszlo Bock?

09:27:48 12 A. I don't actually recall specifically when
09:27:53 13 Laszlo moved from reporting to me to reporting to Eric.

09:27:58 14 Q. But when did Laszlo Bock enter the picture so
09:28:01 15 that he took over some of those responsibilities but
09:28:03 16 reported to you?

09:28:06 17 A. I don't recall when we hired Laszlo, but I
09:28:09 18 hired Laszlo to come in and work for me. And I gave him
09:28:13 19 a set of responsibilities in People Operations. I don't
09:28:17 20 recall if I gave him all of the pieces when he first
09:28:21 21 joined or not, actually.

09:28:24 22 Ultimately, I gave him all of the pieces of
09:28:26 23 People Operations, rolling up to him, reporting to me
09:28:31 24 and then at some point in time, I transitioned him to
09:28:34 25 report directly to Eric Schmidt.

10:03:18 1 MR. HARVEY: What kind of break do you want to
10:03:19 2 take?
10:03:20 3 MR. RUBIN: Ten minutes.
10:03:20 4 MR. HARVEY: That's fine.
10:03:21 5 THE VIDEOGRAPHER: The time is 10:03 a.m.
10:03:23 6 We're going off the record. Sorry. This is end of
10:03:29 7 video No. 1.
10:03:30 8 Off the record.
10:03:33 9 (Recess taken.)
10:07:30 10 THE VIDEOGRAPHER: This is the beginning of
10:18:48 11 video No. 2 in the deposition of Shona Brown. The time
10:18:50 12 is 10:18 a.m.
10:18:52 13 We're back on the record.
10:18:56 14 MR. HARVEY: Q. I believe you mentioned
10:18:57 15 earlier that Google recruited people, correct?
10:19:03 16 A. Yes. Google recruited people.
10:19:06 17 Q. And during your time at Google, Google grew at
10:19:10 18 a rapid pace, correct?
10:19:11 19 MR. RUBIN: Objection. Vague.
10:19:17 20 THE WITNESS: Google grew significantly as an
10:19:19 21 organization from the time that I joined through the
10:19:21 22 period in question. Yes.
10:19:24 23 MR. HARVEY: Q. And -- well, why don't I
10:19:28 24 do this with more specificity. Give me one moment.
10:19:56 25 I'm going to show you what has been marked as

10:19:59 1 Plaintiffs' Exhibit 634. If you could take a look at
10:20:03 2 that and let me know when you're ready.
10:20:07 3 (Whereupon, Exhibit 634 was marked for
10:20:07 4 identification.)
10:20:44 5 THE WITNESS: Okay. I'm ready.

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10:21:55 2 Q. Sure.

10:21:55 3 And Google experienced growth in the different
10:21:58 4 categories of employees described in this document,
10:22:00 5 correct?

10:22:01 6 MR. RUBIN: Objection. Vague.

10:22:06 7 THE WITNESS: We could go through each of the
10:22:08 8 different functions line by line. And I didn't actually
10:22:14 9 look to look quickly. But if I take engineering, for
10:22:18 10 example -- well, it's unclear from this data, actually,
10:22:25 11 to be honest, how many employees you're growing and in
10:22:29 12 each of the different, because it's all in percentiles
10:22:34 13 based. So we would have to debunk that into absolutes
10:22:38 14 to be clear but....

10:22:38 15 MR. HARVEY: Q. Sure.

10:22:38 16 A. I agree with you in the aggregate the
10:22:40 17 organization is getting bigger. I can't tell you
10:22:42 18 exactly from this precisely which function is growing,
10:22:46 19 quote/unquote, rapidly.

10:22:50 20 Q. Drawing on your own personal experience, you
10:22:52 21 know --

10:22:53 22 A. Yes.

10:22:53 23 Q. -- regardless --

10:22:53 24 A. Yes.

10:22:53 25 Q. -- of what this says here --

10:22:55 1 A. Yes.

10:22:57 2 Q. -- Google recruited for employees for a variety
10:23:00 3 of different titles and job responsibilities, correct?

10:23:04 4 A. We had a large -- we were growing a diverse
10:23:09 5 operating company, I would say unlike if you were, for
10:23:12 6 example, hiring into a law firm where you are typically
10:23:16 7 bringing in people in very similar roles and similar
10:23:19 8 levels, so the number of different roles you're
10:23:21 9 recruiting for is quite small.

10:23:22 10 In contrast, in an operating company when
10:23:24 11 you're building it and as you get bigger, that grows.
10:23:28 12 You have a wide variety of roles that you're hiring for.
10:23:32 13 Yes.

10:23:34 14 Q. Okay. And why don't we focus on the recruiting
10:23:37 15 part of that hiring for a moment.

10:23:39 16 A. Sorry, what do you mean by the recruiting part
10:23:40 17 of hiring? I don't actually know.

10:23:43 18 Q. Is that because, to you, hiring is part of
10:23:45 19 recruiting?

10:23:47 20 MR. RUBIN: I think she's just asking you for a
10:23:49 21 clarification.

10:23:50 22 THE WITNESS: Can you just clarify what you
10:23:51 23 mean by recruiting.

10:23:53 24 MR. RUBIN: She's just asking you to clarify
10:23:54 25 your question.

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10:48:52 20 Q. Are you familiar with the term internal equity?

10:48:57 21 A. No. It's not really a term that I typically
10:48:59 22 use.

10:48:59 23 Can you explain what you mean.

10:49:02 24 Q. So your testimony is that you've never heard
10:49:04 25 the term?

10:49:05 1 MR. RUBIN: Objection. Mischaracterizes her
10:49:07 2 testimony.

10:49:09 3 THE WITNESS: I said that it's not a term that
10:49:11 4 I typically use. I don't recall its usage in parlance
10:49:17 5 so I'm not exactly sure what -- it could mean a variety
10:49:20 6 of things.

10:49:21 7 MR. HARVEY: Okay.

10:49:32 8 (Discussion off the record.)

10:49:41 9 MR. HARVEY: Q. I'm going to hand you
10:49:45 10 what's been marked Plaintiffs' Exhibit 564.

10:49:48 11 (Whereupon, Exhibit 564 was marked for
10:49:48 12 identification.)

10:50:01 13 MR. HARVEY: Q. Just let me know when
10:50:01 14 you're ready.

10:50:02 15 I'll just say that my questions are going to
10:50:04 16 be focused on Sheryl Sandberg's email of April 3rd on
10:50:09 17 the second page and your response.

10:52:31 18 A. Okay. I get the gist of it. Depending on your
10:52:33 19 question, I may have to read more. It's fairly lengthy.

10:52:38 20 Q. Sure. Sure. I appreciate that.

10:52:38 21 Why don't we start with the bottom of page 1.

10:52:41 22 A. Bottom of page 1. Yes.

10:52:48 23 Q. First, did you, in fact, send this email to
10:52:52 24 Sheryl Sandberg and others on April 3rd, 2004?

10:52:56 25 A. I have no recollection of this email, but I

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10:59:45 15 MR. HARVEY: Q. It's individual, but it's part
10:59:47 16 of this company-wide system where you're trying to
10:59:50 17 maintain fairness in light of what you were discussing,
10:59:53 18 the external market facts, the internal market facts,
10:59:56 19 correct?

10:59:56 20 MR. RUBIN: Objection. Mischaracterizes
10:59:58 21 prior --

10:59:59 22 THE WITNESS: Sorry.

10:59:59 23 MR. RUBIN: -- lengthy description.

11:00:01 24 THE WITNESS: Could you just clarify your
11:00:02 25 question in there.

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11:00:22 7 MR. RUBIN: Objection. Vague. Ambiguous.
11:00:24 8 Mischaracterizes prior testimony.

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11:00:58 20 MR. HARVEY: Q. Okay. Thanks.
11:01:00 21 Could you explain how those bands of pay, say
11:01:02 22 for any given job ladder, what was their relationship to
11:01:07 23 each other? So for example, you know, comparing the
11:01:11 24 lower rungs, if I can put it that way, on the job ladder
11:01:14 25 to the higher rungs.

11:01:17 1 MR. RUBIN: Objection. Ambiguous.

11:01:22 2 THE WITNESS: If your question is about the
11:01:24 3 size of the, you know, percent changes between the rungs
11:01:30 4 on a ladder or the ratios, I actually -- I'm the wrong
11:01:33 5 person to ask. I don't remember those level of detail.

11:01:35 6 MR. HARVEY: Q. Who would be the right person
11:01:36 7 to ask?

11:01:39 8 A. I'd have to speculate to decide at which level
11:01:46 9 of the organization individuals would remember that. So
11:01:52 10 I -- I mean....

11:01:54 11 Q. Well --

11:01:56 12 A. Of course I was exposed to it over time, but
11:01:58 13 this is some time ago and I don't remember the
11:01:59 14 specifics.

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11:03:18 2 Q. Did those methods change during your time at
11:03:23 3 Google?

11:03:24 4 A. Yes. Over the period of time in question, the
11:03:28 5 methods changed in terms of how we attempted to evaluate
11:03:31 6 our employees.

11:03:32 7 Q. Why don't we go through it.

11:03:34 8 So starting in 2003, what was Google's method
11:03:40 9 for evaluating performance of its employees?

11:03:43 10 MR. RUBIN: Objection. Vague.

11:03:47 11 THE WITNESS: Is it possible for you to ask me
11:03:49 12 a more specific aspect of evaluation that you're
11:03:53 13 interested in?

11:03:54 14 MR. HARVEY: Q. Well, as it relates to
11:03:55 15 making decisions about compensation.

11:04:00 16 MR. RUBIN: Same objection.

11:04:09 17 THE WITNESS: I'm struggling to answer your
11:04:10 18 question when we had, you know, such a vast array of
11:04:16 19 relevant elements, it seems to me.

11:04:18 20 Is there some particular part of how we
11:04:21 21 evaluated people that you're interested in that I could
11:04:24 22 address?

11:04:25 23 MR. HARVEY: Q. Yeah, why don't we get
11:04:27 24 more specific.

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11:06:20 1

MR. RUBIN: Objection. Vague.

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11:10:03 1 MR. RUBIN: Ambiguous as to time.

11:10:07 2 MR. HARVEY: Q. From when you started

11:10:09 3 until the present time, to your knowledge.

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11:12:08 23 Q. Maybe I'm not being clear. I'm not asking

11:12:10 24 about the relationship between budgets and compensation

11:12:14 25 decisions or timing or any of that. I'm just asking a

11:24:31 1 Q. Okay. Have you ever discussed or thought about
11:24:42 2 whether, you know, Googlers choose to work for Google
11:24:46 3 for reasons other than money or benefits?
11:24:50 4 MR. RUBIN: Objection. Overly broad. Calls
11:24:53 5 for speculation.

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11:26:32 5 MR. HARVEY: Thank you.

11:27:06 6 Q. Please take a look at what's been marked
11:27:08 7 Plaintiffs' Exhibit 551.

11:27:09 8 (Whereupon, Exhibit 551 was marked for
11:27:09 9 identification.)

11:28:17 10 THE WITNESS: Okay.

11:28:18 11 MR. HARVEY: Q. I just want to get into
11:28:19 12 some of the vocabulary here and just walk through
11:28:22 13 the email.

11:28:23 14 Well, first I want to ask, who is Jeffrey
11:28:27 15 Donovan?

11:28:31 16 A. My recollection is that Jeffrey was one of
11:28:38 17 the -- was in our law group somewhere. I don't recall
11:28:42 18 that he was part of the people ops organization.

11:28:58 19 Q. Okay. Did he, in fact, send you this email --
11:29:00 20 I guess you were cc'd -- on January 19th, 2004?

11:29:05 21 A. I don't have any recollection of this email,
11:29:07 22 but I have no reason to believe that I wasn't cc'd on it
11:29:11 23 as this exhibit suggests.

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11:29:49 7 Q. And just for clarity, I won't ask you to get
11:29:52 8 into Mr. Donovan's mind. I'm just using this as a way
11:29:55 9 to get your understanding of what different terms mean.

11:30:00 10 So what did -- well, how did Google level its
11:30:07 11 employees?

11:30:07 12 MR. RUBIN: How did Google -- I'm sorry?

11:30:09 13 MR. HARVEY: It's not put very artfully.

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11:35:13 11 MR. RUBIN: Dean --

11:35:13 12 MR. HARVEY: Yep.

11:35:13 13 MR. RUBIN: -- I think it's a good time for a

11:35:15 14 break and I actually have to go to the restroom.

11:35:17 15 MR. HARVEY: Well, I have no objection to that,

11:35:18 16 so....

11:35:19 17 MR. RUBIN: Okay. Good.

11:35:19 18 MR. HARVEY: All right.

11:35:20 19 THE VIDEOGRAPHER: The time is 11:35 a.m.

11:35:25 20 We're going off the record. This is the end of video

11:35:29 21 No. 2.

11:35:35 22 (Recess taken.)

11:50:12 23 THE VIDEOGRAPHER: This is the beginning of

11:50:14 24 video No. 3 in the deposition of Shona Brown. The time

11:50:17 25 is 11:50 a.m.

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05:14:51 11 MR. HARVEY: Q. If you could please take a

05:14:53 12 look at Exhibit 625.

05:15:00 13 (Whereupon, Exhibit 625 was marked for

05:15:00 14 identification.)

05:15:14 15 MR. HARVEY: Q. And I'm only going to ask

05:15:15 16 you about Jonathan Rosenberg's email towards the top

05:15:20 17 and your response.

05:15:24 18 A. Jonathan Rosenberg's -- oh, wait. Sorry. I

05:15:26 19 just want to see what's up.

05:15:34 20 Q. Sure.

05:16:25 21 A. Okay.

05:16:27 22 Q. Did you write this email to the OC -- I'm

05:16:29 23 sorry -- to Jonathan Rosenberg copying the OC and Bill

05:16:33 24 Campbell on October 9th, 2010?

05:16:37 25 A. Yes. I don't recall the email, but it looks to

05:16:39 1 | be an email from me to Jonathan in October 2010. Yes.

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06:03:43 16 MR. HARVEY: I think that's the end of my
06:03:48 17 questions on the current documentary record.

06:03:50 18 Unless you have any questions?

06:03:52 19 MR. RUBIN: We don't have any questions.

06:03:53 20 So as I said in my letter to you on I think the
06:03:57 21 25th, either when your questions end or when seven hours
06:04:01 22 end, the deposition's closed, we know that there's a
06:04:03 23 pending motion to compel. And as we said, although the
06:04:07 24 deposition is closed, if you are successful in that
06:04:09 25 motion and you come to us with particular documents that

06:04:11 1 you think it's imperative for you to be able to ask
06:04:17 2 Ms. Brown additional questions, we'll take that under
06:04:19 3 advisement. But we reserve the right to take the
06:04:23 4 position that the deposition continues to be closed.

06:04:24 5 MR. HARVEY: Well, I disagree that the
06:04:26 6 deposition is closed. From plaintiffs' perspective, the
06:04:29 7 deposition will remain open pending the result of our
06:04:31 8 motion to compel.

06:04:32 9 I understand you're reserving all your
06:04:34 10 objections, but I want to make that clear for the
06:04:34 11 record.

06:04:35 12 MR. RUBIN: Right. And we just are invoking
06:04:37 13 the Federal Rules of Civil Procedure that says seven
06:04:39 14 hours. You're ending, I think, at 6.54, so....

06:04:41 15 You do have six more minutes, but, otherwise,
06:04:43 16 the deposition is closed if you have no more questions.

06:04:47 17 MR. HARVEY: Again, I'll just reiterate that
06:04:51 18 our position is that the deposition is not closed. I
06:04:53 19 disagree with your characterization that a fixed seven
06:04:58 20 hours would be the extent of what we would be entitled
06:05:02 21 to on these facts and on these documents.

06:05:04 22 MR. RUBIN: Okay. Well, I think our letter
06:05:06 23 exchanges speak to our respective positions, so....

06:05:09 24 With that, the deposition is closed from
06:05:11 25 Google's perspective and thank you.

1 I, Gina V. Carbone, Certified Shorthand
2 Reporter licensed in the State of California, License
3 No. 8249, hereby certify that the deponent was by me
4 first duly sworn and the foregoing testimony was
5 reported by me and was thereafter transcribed with
6 computer-aided transcription; that the foregoing is a
7 full, complete, and true record of said proceedings.

8 I further certify that I am not of counsel or
9 attorney for either of any of the parties in the
10 foregoing proceeding and caption named or in any way
11 interested in the outcome of the cause in said caption.

12 The dismantling, unsealing, or unbinding of
13 the original transcript will render the reporter's
14 certificates null and void.

15 In witness whereof, I have hereunto set my
16 hand this day: February 1, 2013.

17 _____ Reading and Signing was requested.

18 _____ Reading and Signing was waived.

19 ___X___ Reading and signing was not requested.

20

21

22

23

GINA V. CARBONE

24

CSR 8249, RPR, CCRR

25

Page Line

58 16

Change: from "also was running." to "also was running stuffs."

Reason: last word of sentence accidentally omitted from transcript

205 19

Change: from "adjuster" to "gesture"

Reason: incorrect word in transcript

207 21

Change: from "do-not policy" to "do-not call policy"

Reason: word policy accidentally omitted from transcript

Change: _____

Reason: _____

Change: _____

Reason: _____

Change: _____

Reason: _____

Change: _____

Reason: _____

SES Subject to the above changes, I certify that the transcript is true and correct.

_____ No changes have been made. I certify that the transcript is true and correct.


(signature)

March 26/2013
(date)